

**MINUTES OF THE MEETING OF
THE PARTNERSHIPS AND LIMITED LIABILITY COMPANIES COMMITTEE
OF THE BUSINESS LAW SECTION OF THE CALIFORNIA STATE BAR**

October 16, 2008

Charles McKee, Chair of the Committee, called the meeting to order at 10:00 a.m. Members present by telephone were Co-Vice-Chairs Ron Wargo and Phil Jelsma, Secretary Ben Kwon, and members Jessica Karner, Keith Sutton, Jack Johal, Donald Scotten, and Steve Halper.

I. Administrative Matters

A. Minutes. As corrected, the Members reviewed and approved the Minutes for the September 2008 meeting.

B. Officer Appointments. Charles McKee thanked Eric Sternberger for his efforts in serving as the Chair of the Committee last year. Ron Wargo and Phil Jelsma will be Co-Vice-Chairs where Ron will work with Charles McKee in chairing the committee and Phil will oversee legislation and the new LLC Act. Ben Kwon will be the Secretary.

C. Membership. There are currently 16 members. Charles McKee will speak with Brad Brigante to rejoin the committee. New members have joined the committee: Christen Bartelt, Jack Johal, Brad Rogerson, Donald Scotten and Jonathan Watts. Charles McKee called for new members to the Committee to fill the available openings.

D. Meetings. Our meetings will continue to be held at 10:00 AM on the second Thursday of each month. Two in person meetings are currently scheduled: one on February 12, 2009 in Los Angeles (at the Los Angeles Hilton) and the second on August 13, 2009 (at an Oakland hotel). The meetings will cover the LP guide and the LLC Act.

E. Webinars. Phil Jelsma will be presenting a Re-RULPA Webinar and is in the process of scheduling a date.

F. BLS Committee Liaisons.

1. Executive Committee Liaison will be David LaRiviere. Mark Porter will be the alternate.

2. Legislative Liaison will be Phil Jelsma. Phil reported that the Secretary of State and the Franchise Tax Board will be working together to suspend LLC's for failing to pay California state taxes.

3. Corporations Committee Liaison has yet to be appointed.

II. Subcommittee Reports

A. Publications Subcommittee. John Spomer is heading the subcommittee. There was nothing new to report. Charles McKee encouraged members to submit articles to the Business Law News publication.

B. Programs. A Partnership Tax webinar will be held in the future by Phil Jelsma, Ben Kwon, and Brad Rogerson. The Business Law Section presents a number of seminars at the Annual State Bar meeting, although the seminars tend to be at the basic level. Charles McKee encouraged the members to consider offering to present a seminar at the meeting.

B. Guide to Limited Partnerships. Charles McKee reminded authors to finish their chapters. Authors should complete their drafts by the February meeting. Submissions should be made by mid-January.

D. Revised Limited Liability Company Act. Phil Jelsma presented a brief history of the model act and the current status.

C. Webpage Subcommittee. Webpage Subcommittee chair Ron Wargo will continue to head the subcommittee. Ron had nothing new to report.

III. Developments

David Riley will continue to present new developments. David was not present at the meeting.

Jack Johal noted that the *Farilla* case had been remanded to the lower court.

Phil Jelsma spoke regarding LLC fees as they apply to series LLC's, stating that the fee is applicable to each series.

IV. Practice Issues

Jessica Karner presented an issue with respect to filings for a merger of an LLC into a corporation with respect to the issuance of stock, pursuant to Section 25103(h). Ron Wargo suggested that a Section 25102(f) notice be filed.

There being no further business to come before the Committee, the Chair declared the meeting adjourned at 10:56 a.m.